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DEPARTMENT OF STATE  
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EFFECTIVE DATE 12/31/2010

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B. KOHR

JAN - 3 2011

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 629410 7199649

AUTHORIZATION

*Lyndee Coleman*

EFFECTIVE DATE

12/31/2010

COST LIMIT : \$ 180.00

ORDER DATE : December 30, 2010

ORDER TIME : 3:48 PM

ORDER NO. : 629410-005

CUSTOMER NO: 7199649

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DOMESTIC FILING

NAME: AUSTRAL INTERNATIONAL  
INVESTMENT, LLC

XX CERTIFICATE OF CONVERSION

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE 12/31/2010

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DIVISION OF CORPORATIONS  
10 DEC 30 PM 2:34

**Certificate of Conversion**  
For  
**Austral International Investment Corp.,**  
**A Florida Profit Corporation**  
Into  
**Austral International Investment, LLC,**  
**A Florida Limited Liability Company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to this Certificate of Conversion is Austral International Investment Corp.
2. The "Other Business Entity" is a Profit Corporation first incorporated under the laws of Florida on January 19, 2010, effective January 11, 2010.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Austral International Investment, LLC.
5. The effective date of the Conversion shall be December 31, 2010.
6. The plan of conversion was approved by Austral International Investment Corp., the converting Florida Profit Corporation, in accordance with Chapter 607 of the Florida Statutes.
7. Austral International Investment Corp. has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, Florida Statutes.

P1000005036

Signed this 30<sup>th</sup> day of December, 2010.

**AUSTRAL INTERNATIONAL  
INVESTMENT CORP.**

By: \_\_\_\_\_

Name: MICHAEL A. SILVA

Title: Authorized Representative

**AUSTRAL INTERNATIONAL  
INVESTMENT, LLC**

By: \_\_\_\_\_

Name: MICHAEL A. SILVA

Title: Authorized Representative

EFFECTIVE DATE 12/31/2010

ARTICLES OF ORGANIZATION

OF

AUSTRAL INTERNATIONAL INVESTMENT, LLC

(Effective December 31, 2010)

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10 DEC 30 PM 2:34

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Austral International Investment, LLC (the "Company"):

ARTICLE I

NAME

The name of the limited liability company is Austral International Investment, LLC.

ARTICLE II

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

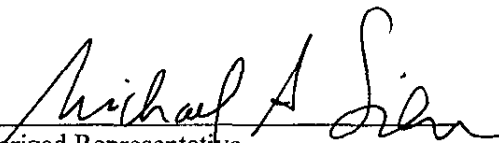
The mailing address and principal place of business of the Company is c/o Lepercq, de Neuflyze & Co. Incorporated, 156 W. 56<sup>th</sup> Street, 18<sup>th</sup> Floor, New York, NY 10019.

ARTICLE III

INITIAL REGISTERED AGENT

The name and address of the initial registered agent for the Company in Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned authorized representative of a member of the Company, has executed these Articles of Organization this 30th day of December, 2010

  
Authorized Representative

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

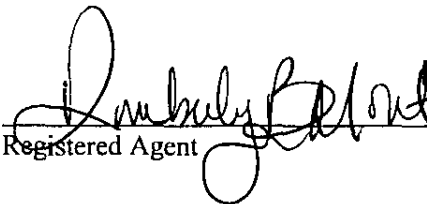
WITNESSETH:

That **Austral International Investment, LLC**, desiring to organize under the laws of the State of Florida, has named Corporation Service Company, whose offices are located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 30th day of December, 2010.

  
**Kimberly B. Moret**  
as its agent  
Registered Agent